

**IN THE UNITED STATES DISTRICT COURT
DISTRICT OF MARYLAND
Northern Division**

BRAD GREENBERG, individually
and on behalf of all others similarly situated
6161 El Cajon Blvd., #484
San Diego, CA 92115

Plaintiff,

CASE NO. 08-cv-02543

**STIPULATION AND
[PROPOSED] CONSENT
ORDER FOR CONSOLIDATION
AND APPOINTMENT OF LEAD
COUNSEL STRUCTURE**

CONSTELLATION ENERGY GROUP, INC.,
MAYO A. SHATTUCK III, DOUGLAS L.
BECKER, JAMES T. BRADY, JAMES R.
CURTISS, FREEMAN A. HRABOWSKI,
NANCY LAMPTON, ROBERT J. LAWLESS,
YVES DE BALMANN, LYNN M. MARTIN,
JOHN L. SKOLDS, ANN BERZIN,
MIDAMERICAN ENERGY HOLDINGS
COMPANY, and MEHC MERGER SUB, INC.

Defendants.

* * * * *

ASBESTOS WORKERS PHILADELPHIA
PENSION FUND
6513 Bustleton Avenue
Philadelphia, Pennsylvania 19149

Plaintiff

v.

CONSTELLATION ENERGY GROUP, INC.,
MAYO A. SHATTUCK III, DOUGLAS L.
BECKER, JAMES T. BRADY, JAMES R.
CURTISS, FREEMAN A. HRABOWSKI,
NANCY LAMPTON, ROBERT J. LAWLESS,
YVES DE BALMANN, LYNN M. MARTIN,
JOHN L. SKOLDS, ANN BERZIN,

MIDAMERICAN ENERGY HOLDINGS
COMPANY, and MEHC MERGER SUB, INC. *

Defendants. *

* * * * *

**STIPULATION AND [PROPOSED] CONSENT ORDER FOR
CONSOLIDATION AND APPOINTMENT OF LEAD COUNSEL STRUCTURE**

WHEREAS, presently pending before the Court are two related class actions brought by the Asbestos Workers Philadelphia Pension Fund and Brad Greenberg, (collectively, “Plaintiffs”) involving defendant Constellation Energy Group, Inc. (“CEG” or the “Company”) its Board of Directors and Officers (“Individual Defendants”), MidAmerican Energy Holdings Company (“MidAmerican”), and MEHC Merger Sub, Inc. (“Merger Sub”) (the “Related Actions”):

<u>Abbreviated Case Name</u>	<u>Case Number</u>	<u>Date Filed</u>
<i>Greenberg v. Constellation Energy Group, Inc., et al.</i>	1:08-cv-02543-AMD	09/29/08
<i>Asbestos Workers Philadelphia Pension Fund v. Constellation Energy Group, Inc., et al.</i>	1:08-cv-02667-AMD	10/10/08

WHEREAS, the Related Actions arise out of the same transactions and occurrences and involve the same or substantially similar issues of law and fact and, therefore, should be consolidated for all purposes under Fed. R. Civ. Pro. 42;

WHEREAS, the complaints in the Related Actions seek equitable relief for alleged breaches of fiduciary duty and state law violations arising out of CEG’s agreement to sell the Company to MidAmerican and Merger Sub by means of an allegedly unfair process and for an allegedly unfair price (the “Proposed Transaction”);

WHEREAS, Plaintiffs intend to file a consolidated amended complaint (the “Amended Complaint”) in this action upon the Company’s filing of a Proxy Statement related to the Proposed Transaction; and

WHEREAS, the undersigned attorneys for Plaintiffs, CEG, the Individual Defendants, MidAmerican, and Merger Sub have conferred regarding the organization of the Related Actions;

IT IS HEREBY STIPULATED AND AGREED among the undersigned parties as follows:

1. The Related Actions and any other similar shareholder action involving CEG, the Individual Defendants, MidAmerican, and Merger Sub to be filed in this Court that arise as a result of the Proposed Transaction and that involves substantially the same questions of law or fact contained in the above-captioned actions will, upon entry of an appropriate court order, be consolidated for all purposes (the “Consolidated Action”).

2. Each and every other shareholder action filed in or transferred to this Court that arise out of the Proposed Transaction and that involves substantially the same questions of law or fact contained in the Consolidated Action shall constitute a case related to the Consolidated Action and shall be governed by the terms of this Order.

3. Every document filed in the Consolidated Action, or in any separate action included herein, shall bear the following caption:

UNITED STATES DISTRICT COURT
DISTRICT OF MARYLAND

IN RE CONSTELLATION ENERGY
GROUP, INC. CLASS LITIGATION

LEAD CIVIL ACTION
NO. 1:08-cv-02543-AMD

This Document Relates to All Actions

4. Without waiving any rights, defenses or other objections, the undersigned counsel for CEG, the Individual Defendants, MidAmerican, and Merger Sub, hereby accept service of the complaints in the Related Actions on behalf of CEG, the Individual Defendants, MidAmerican, and Merger Sub.

5. Defendants shall not be required to answer, move, or otherwise respond to the original complaints filed in the Related Actions.

6. Until such time as Plaintiffs shall have filed the Consolidated Amended Complaint referenced in Paragraph 7 below, the Complaint filed in Greenberg, Civil No. 1:08-cv-02543-AMD, shall be the operative and controlling pleading for all Related Actions.

7. Plaintiffs shall file the Consolidated Amended Complaint upon the Company's submission of a Proxy Statement to the Securities and Exchange Commission, related to the Proposed Transaction.

8. Defendants shall not be required to answer, move, or otherwise respond to the Consolidated Amended Complaint until 60 days after service upon undersigned Defendants' counsel who hereby agree to accept service on behalf Defendants of the Consolidated Amended Complaint.

9. Nothing in this stipulation constitutes a waiver of any defenses and all such defenses are expressly reserved.

10. Nothing in this stipulation shall preclude the parties from agreeing to any additional extensions, and such extensions shall be binding on the parties without any further need for the Court to order such extensions.

11. This stipulation may be executed in counterparts and by facsimile signatures.

[PROPOSED] LEADERSHIP STRUCTURE FOR PLAINTIFFS' COUNSEL

IT IS HEREBY STIPULATED AND AGREED by the plaintiffs through their respective counsel of record, subject to the approval of the Court, as follows:

12. The law firms of Goldman & Minton, P.C., Levi & Korsinsky, LLP, Wolf, Haldenstien, Adler, Freeman & Herz, LLP, Kohn, Swift & Graf, P.C., Kenney, Egan, McCafferty & Young, P.C., and Shepherd, Finkelman, Miller & Shah, LLP shall be designated as the executive committee for Plaintiffs (the "Executive Committee").

13. The law firms of Levi & Korsinsky, LLP and Shepherd, Finkelman, Miller & Shah, LLP shall be appointed co-lead counsel for Plaintiffs, as well as co-chairs of the Executive Committee.

14. With the advice and consent of the Executive Committee, co-lead counsel Levi & Korsinsky, LLP and Shepherd, Finkelman, Miller & Shah, LLP shall have authority to speak for Plaintiffs in respect of all matters regarding this Consolidated Action. The Executive Committee shall make all work assignments in such manner as to facilitate the orderly and efficient prosecution of this litigation and to avoid duplicative or unproductive effort.

15. Defendants' counsel may rely upon all agreements made with Levi & Korsinsky, LLP and Shepherd, Finkelman, Miller & Shah, LLP or other duly authorized representative of Plaintiffs designated by the Executive Committee, and such agreements shall be binding on all Plaintiffs.

SO ORDERED this ____ day of _____, 2008 by:

Andre M. Davis, Judge

COUNSEL FOR PLAINTIFFS	
<p>GOLDMAN & MINTON, P.C.</p> <p>By: _____/s/_____ Thomas J. Minton (Bar No. 03370) 20 South Charles Street, Suite 1201 Baltimore, Maryland 21201 410-783-7375 410-783-1711 (facsimile)</p> <p><u>tminton@charmcitylegal.com</u></p>	

OF COUNSEL

<p>Eduard Korsinsky Juan E. Monteverde Jerald Stein LEVI & KORSINSKY, LLP 39 Broadway, Suite 1601 New York, New York 10006 (212) 363-7500 (212) 363-7171 (facsimile)</p>	<p>Scott Shepherd SHEPHERD FINKELMAN MILLER & SHAH, LLP 35 East State Street Media, PA 19063 (610) 891-9880 (610) 891-9883 (facsimile)</p>
<p>James E. Miller Patrick A. Klingman SHEPHERD FINKELMAN MILLER & SHAH, LLP 65 Main Street Chester, CT 06412 (860) 526-1100 (860) 526-1120 (facsimile)</p>	

<p>Gregory M. Nespole David. L. Wales Rachel S. Poplock WOLF HALDENSTEIN ADLER FREEMAN & HERZ LLP 270 Madison Avenue New York, New York 10016 (212) 545-4600 (212) 545-4653 (facsimile)</p>	<p>Joseph C. Kohn Denis F. Sheils KOHN SWIFT & GRAF, PC One South Broad Street, Suite 2100 Philadelphia, PA 19107 (215) 238-1700</p>
<p>Eric L. Young KENNEY EGAN MCCAFFERTY & YOUNG, P.C. 3031C Walton Road, Suite 202 Plymouth Meeting, PA 19462 (610) 940-9099 (610) 940-0284 (facsimile)</p>	

COUNSEL FOR DEFENDANTS

KIRKLAND & ELLIS LLP

By: _____/s/_____

James P. Gillespie, P.C. *

James W. Draughn, P.C. *

Brant W. Bishop (Bar No. 24829)

Jeffrey Landis *

665 Fifteenth Street, N.W.

Washington, D.C. 20005

(202) 879-5190

(202) 879-5200 (facsimile)

jpgillespie@kirkland.com

jdraughn@kirkland.com

bbishop@kirkland.com

jlandis@kirkland.com

Counsel for Constellation Energy Group, Inc.

*motion for admission *pro hac vice* to be filed

DLA PIPER US LLP

By: _____/s/_____

Robert J. Mathias (Bar No. 00253)

James D. Mathias (Bar No. 06311)

David Clarke, Jr. (Bar No. 02177)

6225 Smith Avenue

Baltimore, Maryland 21209

(410) 580-4208

(410) 580-3208 (facsimile)

Robert.mathias@dlapiper.com

James.mathias@dlapiper.com

David.clarke@dlapiper.com

Counsel for the Directors and Officers of CEG

VENABLE LLP

By: _____/s/_____

G. Stewart Webb, Jr. (Bar No. 00828)

750 E. Pratt Street, Suite 900

Baltimore, MD 21202

(410) 244-7400

(410) 244-7742 (facsimile)

gswebb@Venable.com

*Counsel for MidAmerican Energy Holdings
Company*

OF COUNSEL

Theodore N. Mirvis*

William Savitt*

WACHTELL, LIPTON, ROSEN & KATZ

51 West 52nd Street

New York, New York 10019

(212) 403-1000

(212) 403-2000 (facsimile)

tnmirvis@WLRK.com

wdsavitt@WLRK.com

*Counsel for MidAmerican Energy Holdings
Company*

*motion for admission pro hac vice to be filed